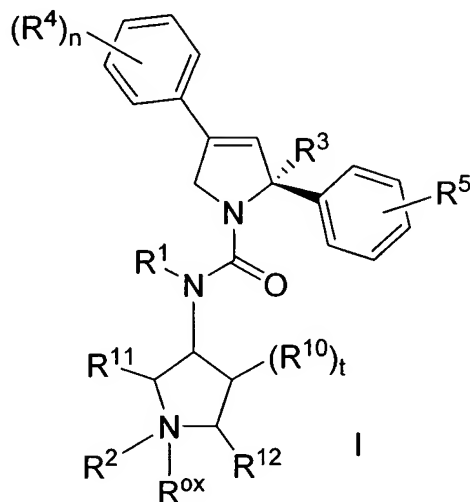


IN THE CLAIMS:

1. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is — 0 or 1;

b is — 0 or 1;

m is — 0, 1, or 2;

n is — 0, 1, 2 or 3;

r is — 0 or 1;

s is — 0 or 1;

t is — 0, 1 or 2;

R¹ and R² are independently selected from: H; or (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R³ is selected from:

1) — hydrogen;

2) — C₁-C₁₀alkyl;

3) — C₁-C₁₀ alkyl-O-R^d;

4) — C₂-C₁₀alkenyl-O-R^d;

- 5) —C₂-C₁₀-alkynyl-O-R^d;
- 6) —(C₁-C₆-alkylene)_nC₃-C₈-cycloalkyl-O-R^d;
- 7) —C₁-C₁₀-alkyl (C=O)_bNR^eR^{e-2};
- 8) —C₂-C₁₀-alkenyl (C=O)_bNR^eR^{e-2};
- 9) —C₂-C₁₀-alkynyl (C=O)_bNR^eR^{e-2};
- 10) —(C₁-C₆-alkylene)_nC₃-C₈-cycloalkyl (C=O)_bNR^eR^{e-2};
- 11) —C₁-C₁₀-alkyl S(O)_m-R^d;
- 12) —C₂-C₁₀-alkenyl S(O)_m-R^d;
- 13) —C₂-C₁₀-alkynyl S(O)_m-R^d;
- 14) —(C₁-C₆-alkylene)_nC₃-C₈-cycloalkyl S(O)_m-R^d;

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R⁶;

R⁴ is independently selected from:

- 1) —(C=O)_aO_bC₁-C₁₀-alkyl;
- 2) —(C=O)_aO_baryl;
- 3) —CO₂H;
- 4) halo;
- 5) —CN;
- 6) —OH;
- 7) —O_bC₁-C₆-perfluoroalkyl;
- 8) —O_a(C=O)_bNR⁸R⁹;
- 9) —S(O)_mR^a;
- 10) —S(O)₂NR⁸R⁹;

said alkyl, aryl, alkenyl, alkynyl, heterocycyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁵ is selected from:

- 1) hydrogen;
- 2) —(C=O)_aO_bC₁-C₁₀-alkyl;
- 3) —(C=O)_aO_baryl;
- 4) —CO₂H;
- 5) halo;
- 6) —CN;

- 7) —OH;
- 8) —O_bC₁-C₆-perfluoroalkyl;
- 9) —O_a(C=O)_bNR⁸R⁹;
- 10) —S(O)_mR^a;
- 11) —S(O)₂NR⁸R⁹;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁶ is independently selected from:

- 1) —(C=O)_aO_bC₁-C₁₀-alkyl;
- 2) —(C=O)_aO_baryl;
- 3) —C₂-C₁₀-alkenyl;
- 4) —C₂-C₁₀-alkynyl;
- 5) —(C=O)_aO_b-heterocyclyl;
- 6) —CO₂H;
- 7) —halo;
- 8) —CN;
- 9) —OH;
- 10) —O_bC₁-C₆-perfluoroalkyl;
- 11) —O_a(C=O)_bNR⁸R⁹;
- 12) —S(O)_mR^a;
- 13) —S(O)₂NR⁸R⁹;
- 14) —oxo;
- 15) —CHO;
- 16) —(N=O)R⁸R⁹, or
- 17) —(C=O)_aO_bC₃-C₈-cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁷ is selected from:

- 1) —(C=O)_rO_s(C₁-C₁₀)alkyl;
- 2) —O_r(C₁-C₃)perfluoroalkyl;
- 3) —oxo;
- 4) —OH;

- 5) — halo;
- 6) — CN;
- 7) — (C₂-C₁₀)alkenyl;
- 8) — (C₂-C₁₀)alkynyl;
- 9) — (C=O)_rO_s(C₃-C₆)cycloalkyl;
- 10) — (C=O)_rO_s(C₀-C₆)alkylene-aryl;
- 11) — (C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl;
- 12) — (C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂;
- 13) — C(O)R^a;
- 14) — (C₀-C₆)alkylene-CO₂R^a;
- 15) — C(O)H;
- 16) — (C₀-C₆)alkylene-CO₂H; and
- 17) — C(O)N(R^b)₂;
- 18) — S(O)_mR^a; and
- 19) — S(O)₂N(R^b)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

- 1) — H;
- 2) — (C=O)O_bC₁-C₁₀ alkyl;
- 3) — (C=O)O_bC₃-C₈ cycloalkyl;
- 4) — (C=O)O_baryl;
- 5) — (C=O)O_bheterocyclyl;
- 6) — C₁-C₁₀ alkyl;
- 7) — aryl;
- 8) — C₂-C₁₀ alkenyl;
- 9) — C₂-C₁₀ alkynyl;
- 10) — heterocyclyl;
- 11) — C₃-C₈ cycloalkyl;
- 12) — SO₂R^a; and
- 13) — (C=O)NR^b₂;

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R^7 ; or

R^8 and R^9 can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 ;

R^{10} is selected from: F and $-CH_2F$;

R^{11} and R^{12} are independently selected from: H and $-CH_2F$;

R^{ox} is absent or is oxo;

R^a is independently selected from: (C_1-C_6) alkyl, (C_3-C_6) cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R^7 ;

R^b is independently selected from: H, (C_1-C_6) alkyl, aryl, heterocyclyl, (C_3-C_6) cycloalkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, $(C=O)$ aryl, $(C=O)$ heterocyclyl, $(C=O)NR^eR^{e'}$ or $S(O)_2R^a$, optionally substituted with one, two or three substituents selected from R^7 ;

R^e and $R^{e'}$ are independently selected from: H, (C_1-C_6) alkyl, aryl, NH_2 , OH, OR^a , (C_1-C_6) alkyl OH, (C_1-C_6) alkyl O (C_1-C_6) alkyl, $(C=O)OC_1-C_6$ alkyl, $(C=O)C_1-C_6$ alkyl, $(C=O)$ aryl, $(C=O)$ heterocyclyl, $(C=O)NR^eR^{e'}$, $S(O)_2R^a$ and (C_1-C_6) alkyl $N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7 ; or

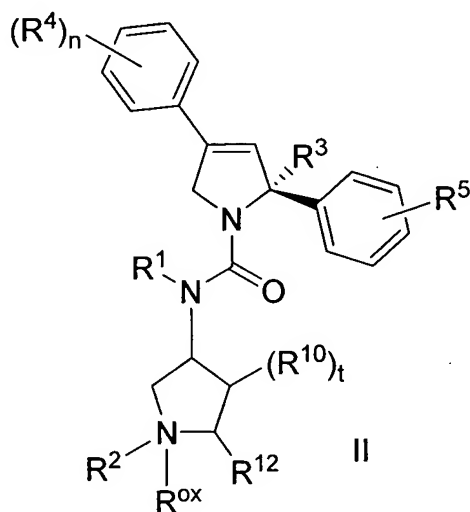
R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 ;

R^d is selected from: H, and (C_1-C_6) alkyl, (C_2-C_6) alkyl OH, (C_1-C_6) alkyl O (C_1-C_6) alkyl and (C_1-C_6) alkyl $N(R^b)_2$, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7 ;

R^e and $R^{e'}$ are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7 ; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 .

2. (Currently Amended) The compound according to Claim 1 of Formula II:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

n is 0, 1, 2 or 3;

r is 0 or 1;

s is 0 or 1;

t is 0 or 1;

R^1 and R^2 are independently selected from: H; and (C₁-C₆)alkyl, ~~aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7 ;~~

R^3 is selected from:

- 1) — hydrogen;
- 2) — C₁-C₁₀ alkyl;
- 3) — C₁-C₁₀ alkyl-O- R^d ;
- 4) — C₂-C₁₀ alkenyl-O- R^d ;
- 5) — C₂-C₁₀ alkynyl-O- R^d ;
- 6) — (C₁-C₆-alkylene)_nC₃-C₈-cycloalkyl-O- R^d ;
- 7) — C₁-C₁₀ alkyl-(C=O)_b-NR^eR^{e'};
- 8) — C₂-C₁₀ alkenyl-(C=O)_b-NR^eR^{e'};
- 9) — C₂-C₁₀ alkynyl-(C=O)_b-NR^eR^{e'};
- 10) — (C₁-C₆-alkylene)_nC₃-C₈-cycloalkyl-(C=O)_b-NR^eR^{e'};
- 11) — C₁-C₁₀ alkyl-S(O)_m- R^d ;
- 12) — C₂-C₁₀ alkenyl-S(O)_m- R^d ;
- 13) — C₂-C₁₀ alkynyl-S(O)_m- R^d ;
- 14) — (C₁-C₆-alkylene)_nC₃-C₈-cycloalkyl-S(O)_m- R^d ;

said alkyl, alkenyl, alkynyl and cycloalkyl are optionally substituted with one or more substituents selected from R^6 ;

R^4 is independently selected from:

- 1) — (C=O)_aO_bC₁-C₁₀ alkyl;
- 2) — (C=O)_aO_baryl;
- 3) — CO₂H;
- 4) — halo;
- 5) — CN;
- 6) — OH;
- 7) — O_bC₁-C₆ perfluoroalkyl;
- 8) — O_a(C=O)_bNR⁸R⁹;
- 9) — S(O)_mR^a;
- 10) — S(O)₂NR⁸R⁹;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

R⁵ is selected from:

- 1) hydrogen;
- 2) $(C=O)_a O_b C_1-C_{10}$ -alkyl;
- 3) $(C=O)_a O_b$ aryl;
- 4) CO_2H ;
- 5) halo;
- 6) CN ;
- 7) OH ;
- 8) $O_b C_1-C_6$ -perfluoroalkyl;
- 9) $O_a (C=O)_b NR^8 R^9$;
- 10) $S(O)_m R^a$;
- 11) $S(O)_2 NR^8 R^9$;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R⁷;

R⁶ is independently selected from:

- 1) $(C=O)_a O_b C_1-C_{10}$ -alkyl;
- 2) $(C=O)_a O_b$ aryl;
- 3) C_2-C_{10} -alkenyl;
- 4) C_2-C_{10} -alkynyl;
- 5) $(C=O)_a O_b$ -heterocyclyl;
- 6) CO_2H ;
- 7) halo;
- 8) CN ;
- 9) OH ;
- 10) $O_b C_1-C_6$ -perfluoroalkyl;
- 11) $O_a (C=O)_b NR^8 R^9$;
- 12) $S(O)_m R^a$;
- 13) $S(O)_2 NR^8 R^9$;
- 14) oxo;
- 15) CHO ;
- 16) $(N=O)R^8 R^9$, or
- 17) $(C=O)_a O_b C_3-C_8$ -cycloalkyl;

said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R^7 ;

R^7 is selected from:

- 1) $-(C=O)_rO_s(C_1-C_{10})alkyl$;
- 2) $-O_r(C_1-C_3)perfluoroalkyl$;
- 3) $-oxo$;
- 4) $-OH$;
- 5) $-halo$;
- 6) $-CN$;
- 7) $-(C_2-C_{10})alkenyl$;
- 8) $-(C_2-C_{10})alkynyl$;
- 9) $-(C=O)_rO_s(C_3-C_6)cycloalkyl$;
- 10) $-(C=O)_rO_s(C_0-C_6)alkylene-aryl$;
- 11) $-(C=O)_rO_s(C_0-C_6)alkylene-heterocyclyl$;
- 12) $-(C=O)_rO_s(C_0-C_6)alkylene-N(R^b)_2$;
- 13) $-C(O)R^a$;
- 14) $-(C_0-C_6)alkylene-CO_2R^a$;
- 15) $-C(O)H$;
- 16) $-(C_0-C_6)alkylene-CO_2H$, and
- 17) $-C(O)N(R^b)_2$;
- 18) $-S(O)_mR^a$, and
- 19) $-S(O)_2N(R^b)_2$;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b , OH , $(C_1-C_6)alkoxy$, halogen, CO_2H , CN , $O(C=O)C_1-C_6alkyl$, oxo , NO_2 and $N(R^b)_2$;

R^8 and R^9 are independently selected from:

- 1) $-H$;
- 2) $-(C=O)O_bC_1-C_{10}alkyl$;
- 3) $-(C=O)O_bC_3-C_8cycloalkyl$;
- 4) $-(C=O)O_baryl$;
- 5) $-(C=O)O_bheterocyclyl$;
- 6) $-C_1-C_{10}alkyl$;
- 7) $-aryl$;

- 8) —C₂-C₁₀-alkenyl,
- 9) —C₂-C₁₀-alkynyl,
- 10) —heterocyclyl,
- 11) —C₃-C₈-cycloalkyl,
- 12) —SO₂R^a, and
- 13) —(C=O)NR^b₂,

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷; or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R¹⁰ is selected from: F and —CH₂F;

R¹² is selected from: H and —CH₂F, provided that when t is 1, R¹² is H;

R^{ox} is absent or is oxo;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆alkyl, (C=O)C₁-C₆alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^{e'} or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

R^e and R^{e'} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, (C₁-C₆)alkyl OH, (C₁-C₆)alkyl O (C₁-C₆)alkyl, (C=O)OC₁-C₆alkyl, (C=O)C₁-C₆alkyl, (C=O)aryl, (C=O)heterocyclyl, (C=O)NR^eR^{e'}, S(O)₂R^a and (C₁-C₆)alkyl N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

R^e and R^{e'} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen,

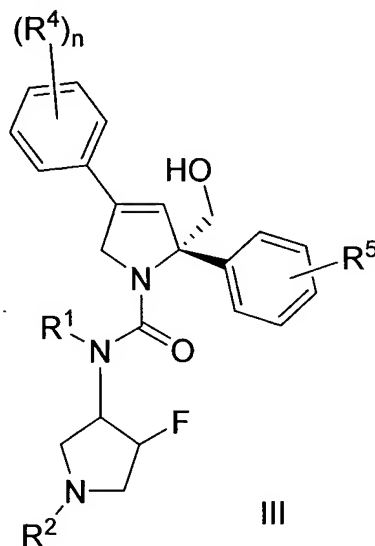
~~one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 ;~~

~~R^d is selected from: H, and (C₁-C₆)alkyl, (C₂-C₆)alkyl-OH, (C₁-C₆)alkyl-O-(C₁-C₆)alkyl and (C₁-C₆)alkyl-N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R^7 ;~~

~~R^e and $R^{e'}$ are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocyclyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R^7 ; or~~

~~R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R^7 .~~

3. (Currently Amended) The compound according to Claim 2 of Formula III:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is — 0 or 1;

b is — 0 or 1;

m is 0, 1, or 2;

n is 0, 1 or 2;

r is 0 or 1;

s is 0 or 1;

R¹ and R² are independently selected from: H; and (C₁-C₆)alkyl, aryl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 1) halo,
- 2) —OH;
- 3) —O_bC₁-C₆perfluoroalkyl,

R⁵ is selected from:

- 1) hydrogen;
- 2) —halo;
- 3) —OH;
- 4) —O_bC₁-C₆perfluoroalkyl;

R⁷ is selected from:

- 1) —(C=O)_rO_s(C₁-C₁₀)alkyl;
- 2) —O_r(C₁-C₃)perfluoroalkyl;
- 3) —oxo;
- 4) —OH;
- 5) —halo;
- 6) —CN;
- 7) —(C₂-C₁₀)alkenyl;
- 8) —(C₂-C₁₀)alkynyl;
- 9) —(C=O)_rO_s(C₃-C₆)cycloalkyl;
- 10) —(C=O)_rO_s(C₀-C₆)alkylene-aryl;
- 11) —(C=O)_rO_s(C₀-C₆)alkylene-heterocycyl;
- 12) —(C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂;
- 13) —C(O)R^a;
- 14) —(C₀-C₆)alkylene-CO₂R^a;

- 15) —C(O)H;
- 16) —(C₀-C₆)alkylene-CO₂H; and
- 17) —C(O)N(R^b)₂;
- 18) —S(O)_mR^a; and
- 19) —S(O)₂N(R^b)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocyclyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

- 1) —H;
- 2) —(C=O)O_bC₁-C₁₀ alkyl;
- 3) —(C=O)O_bC₃-C₈ cycloalkyl;
- 4) —(C=O)O_baryl;
- 5) —(C=O)O_bheterocyclyl;
- 6) —C₁-C₁₀ alkyl;
- 7) —aryl;
- 8) —C₂-C₁₀ alkenyl;
- 9) —C₂-C₁₀ alkynyl;
- 10) —heterocyclyl;
- 11) —C₃-C₈ cycloalkyl;
- 12) —SO₂R^a; and
- 13) —(C=O)NR^b₂;

said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷; or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S; said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl, optionally substituted with one, two or three substituents selected from R⁷;

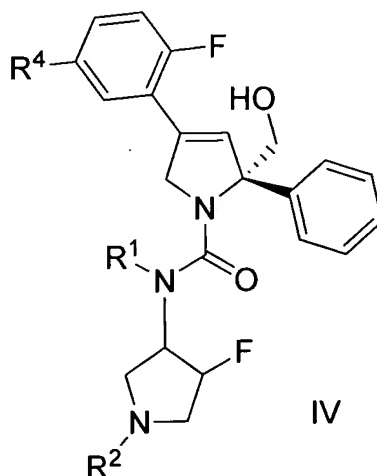
R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆alkyl, (C=O)C₁-C₆alkyl, (C=O)aryl, (C=O)heterocycyl, (C=O)NR^eR^{e'} or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;
 R^e and $R^{e'}$ are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, (C₁-C₆)alkyl OH, (C₁-C₆)alkyl O (C₁-C₆)alkyl, (C=O)OC₁-C₆alkyl, (C=O)C₁-C₆alkyl, (C=O)aryl, (C=O)heterocycyl, (C=O)NR^eR^{e'}, S(O)₂R^a and (C₁-C₆)alkyl N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^e and $R^{e'}$ are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

R^e and $R^{e'}$ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

4. (Currently Amended) The compound according to Claim 3 of the formula IV:



or a pharmaceutically acceptable salt or stereoisomer thereof,

wherein:

a is — 0 or 1;

b is — 0 or 1;

m is — 0, 1, or 2;

r is — 0 or 1;

s is — 0 or 1;

R¹ and R² are independently selected from: H and (C₁-C₆)alkyl, optionally substituted with one, two or three substituents selected from R⁷;

R⁴ is independently selected from:

- 1) halo;
- 2) —OH;
- 3) —O_bC₁-C₆perfluoroalkyl;

R⁷ is selected from:

- 1) —(C=O)_rO_s(C₁-C₁₀)alkyl;
- 2) —O_r(C₁-C₃)perfluoroalkyl;
- 3) —oxo;
- 4) —OH;
- 5) —halo;
- 6) —CN;
- 7) —(C₂-C₁₀)alkenyl;
- 8) —(C₂-C₁₀)alkynyl;
- 9) —(C=O)_rO_s(C₃-C₆)cycloalkyl;
- 10) —(C=O)_rO_s(C₀-C₆)alkylene-aryl;
- 11) —(C=O)_rO_s(C₀-C₆)alkylene-heterocyclyl;
- 12) —(C=O)_rO_s(C₀-C₆)alkylene-N(R^b)₂;
- 13) —C(O)R^a;
- 14) —(C₀-C₆)alkylene-CO₂R^a;
- 15) —C(O)H;
- 16) —(C₀-C₆)alkylene-CO₂H; and
- 17) —C(O)N(R^b)₂;

18) —S(O)_mR^a, and

19) —S(O)₂N(R^b)₂;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, alkylene and heterocycyl is optionally substituted with up to three substituents selected from R^b, OH, (C₁-C₆)alkoxy, halogen, CO₂H, CN, O(C=O)C₁-C₆ alkyl, oxo, NO₂ and N(R^b)₂;

R⁸ and R⁹ are independently selected from:

1) —H,

2) —(C=O)O_bC₁-C₁₀ alkyl,

3) —(C=O)O_bC₃-C₈ cycloalkyl,

4) —(C=O)O_baryl,

5) —(C=O)O_bheterocycyl,

6) —C₁-C₁₀ alkyl,

7) —aryl,

8) —C₂-C₁₀ alkenyl,

9) —C₂-C₁₀ alkynyl,

10) —heterocycyl,

11) —C₃-C₈ cycloalkyl,

12) —SO₂R^a, and

13) —(C=O)NR^b₂;

said alkyl, cycloalkyl, aryl, heterocycyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R⁷, or

R⁸ and R⁹ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^a is independently selected from: (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocycyl, optionally substituted with one, two or three substituents selected from R⁷;

R^b is independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆alkyl, (C=O)C₁-C₆alkyl, (C=O)aryl, (C=O)heterocycyl, (C=O)NR^eR^{e-2} or S(O)₂R^a, optionally substituted with one, two or three substituents selected from R⁷;

R^e and R^{e-2} are independently selected from: H, (C₁-C₆)alkyl, aryl, NH₂, OH, OR^a, (C₁-C₆)alkyl OH, (C₁-C₆)alkyl O (C₁-C₆)alkyl, (C=O)OC₁-C₆alkyl, (C=O)C₁-C₆alkyl, (C=O)aryl, (C=O)heterocycyl, (C=O)NR^eR^{e-2}, S(O)₂R^a and (C₁-C₆)alkyl N(R^b)₂, wherein the alkyl is optionally substituted with one, two or three substituents selected from R⁷; or

R^e and R^{e-2} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷;

R^e and R^{e-2} are independently selected from: H, (C₁-C₆)alkyl, aryl, heterocycyl and (C₃-C₆)cycloalkyl, optionally substituted with one, two or three substituents selected from R⁷; or

R^e and R^{e-2} can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 3-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R⁷.

5. (Original) A compound selected from:

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoropyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3R,4R)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,4S)-4-fluoro-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)N-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5S)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-pyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

(2S)-4-(2,5-Difluorophenyl)-N-[(3S,5R)-5-(fluoromethyl)-1-methylpyrrolidin-3-yl]-2-(hydroxymethyl)-N-methyl-2-phenyl-2,5-dihydro-1H-pyrrole-1-carboxamide

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Original) A pharmaceutical composition that is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7.-9. Cancelled